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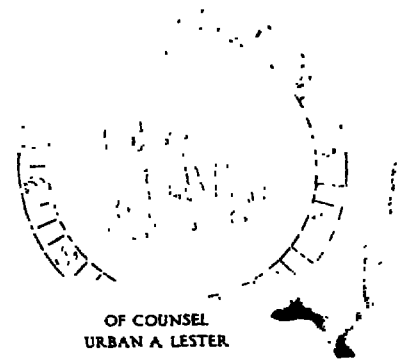
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)



RECORDATION NO 28187 FILED

DEC 28 '09

9-00 AM

SURFACE TRANSPORTATION BOARD

December 28, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-8661

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 18, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Thiele Kaolin Company
P.O. Box 1056
520 Kaolin Road
Sandersville, GA 31082]

is: A description of the railroad equipment covered by the enclosed document

60 railcars within the series ACFX 072623 - ACFX 072970 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

DEC 28 '09

9-00 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Thiele Kaolin Company, a Georgia Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

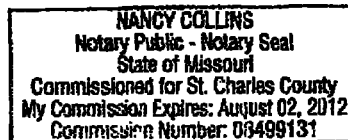
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 18th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Thiele Kaolin Company

Contract C-8661 dated 8/26/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	072623
	Tank	ACFX	072624
	Tank	ACFX	072625
	Tank	ACFX	072626
	Tank	ACFX	072627
	Tank	ACFX	072628
	Tank	ACFX	072630
	Tank	ACFX	072631
	Tank	ACFX	072632
	Tank	ACFX	072633
	Tank	ACFX	072634
	Tank	ACFX	072635
	Tank	ACFX	072636
	Tank	ACFX	072637
	Tank	ACFX	072907
	Tank	ACFX	072908
	Tank	ACFX	072910
	Tank	ACFX	072912
	Tank	ACFX	072913
	Tank	ACFX	072914
	Tank	ACFX	072915
	Tank	ACFX	072916
	Tank	ACFX	072917
	Tank	ACFX	072918
	Tank	ACFX	072919
	Tank	ACFX	072920
	Tank	ACFX	072921
	Tank	ACFX	072922
	Tank	ACFX	072923
	Tank	ACFX	072924
	Tank	ACFX	072925
	Tank	ACFX	072926
	Tank	ACFX	072927
	Tank	ACFX	072930

Schedule A

Equipment

Thiele Kaolin Company

Contract C-8661

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	ACFX	072931
	Tank	ACFX	072940
	Tank	ACFX	072941
	Tank	ACFX	072944
	Tank	ACFX	072945
	Tank	ACFX	072946
	Tank	ACFX	072947
	Tank	ACFX	072948
	Tank	ACFX	072951
	Tank	ACFX	072952
	Tank	ACFX	072953
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	Tank	ACFX	072955
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	Tank	ACFX	072957
	Tank	ACFX	072958
	Tank	ACFX	072959
	Tank	ACFX	072960
	Tank	ACFX	072961
	Tank	ACFX	072963
	Tank	ACFX	072964
	Tank	ACFX	072965
	Tank	ACFX	072966
	Tank	ACFX	072968
	Tank	ACFX	072969
	Tank	ACFX	072970

60

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/09



Robert W. Alvord